

# Building Your Board



**WASHINGTON STATE FARMERS MARKET ASSOC.**

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# Workshop Objectives



- What Should Your Non-Profit Be Doing?
- What Does a Functional Board Look Like?
- How do you Create a Strong System?

# Washington State Farmers Market Management Toolkit

2. ORGANIZATIONAL BLUEPRINTS ▶

3. FARMERS MARKET DATA ▶

4. HUMAN RESOURCES ▶

5. FINANCES, FUNDRAISING & BUSINESS MANAGEMENT ▶

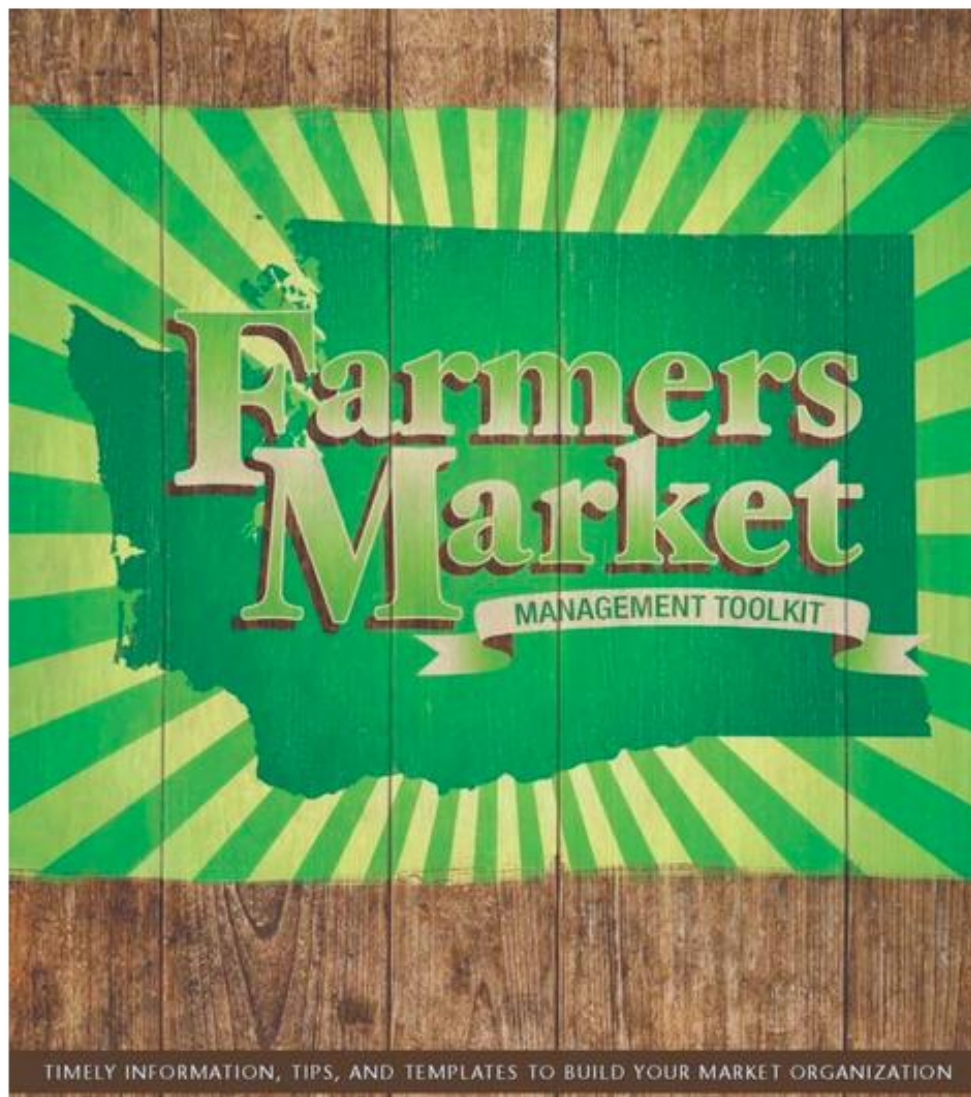
6. HAPPY VENDORS, HAPPY MANAGERS ▶

7. ACCEPTING SNAP EBT & OTHER CURRENCIES ▶

8. MARKETING YOUR MARKET ▶

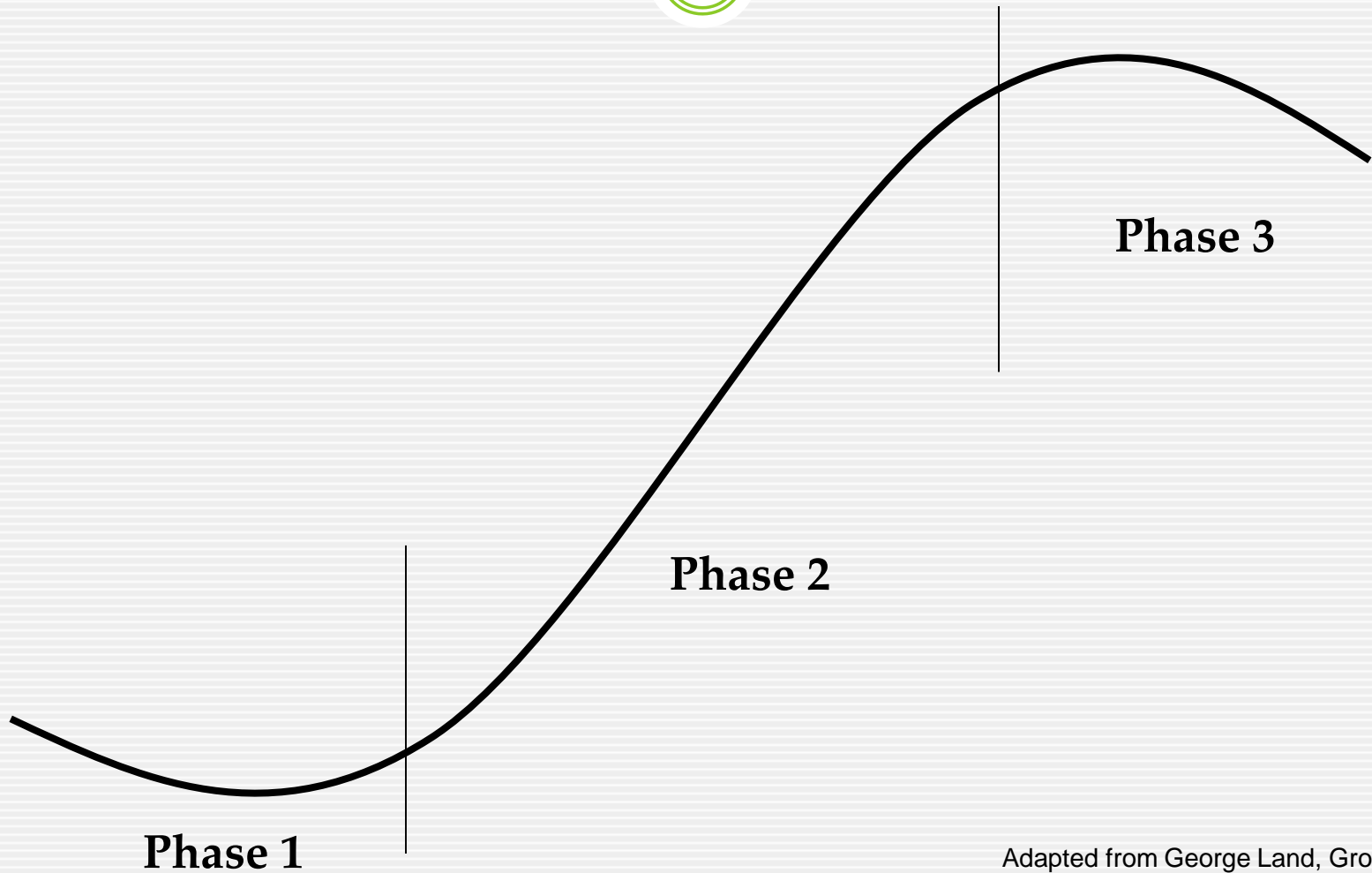
9. LEGAL, REGULATORY & POLICY ISSUES ▶

10. MARKET RULES & FORMS ▶



By [Colleen Donovan](#) & [Karen Kinney](#)

# The Growth Curve



Adapted from George Land, *Grow or Die*

# Growth Curve



## Phase 1: Forming and Storming

- Searching for the right pattern, lots of experimentation.
- High energy - low resources, much uncertainty, instability but also excitement and vision.
- “Storming” behaviors
- Many businesses never make it out of this phase.
- Resources often dry up before success pattern is found.

# Growth Curve



## Phase 2: Norming

**Early** - Focusing, found the pattern, start to limit the variability, less experimentation, more conforming to pattern

**Late** - Producing, Refining. Object is to maximize the productivity and efficiency, More time spent on organization and management, developing tools to deal with unexpected or adapt to variation.

# Growth Curve



## **Phase 3: Performing and Reforming (or not)**

- Resting, protecting.
- Enjoying the fruits of your labor.
- Defending the system and culture from attack or outside attempts to influence.
- Power struggles between old-timers and newbies
- Failure to respond to changes in environment can be deadly

# Where are you?



1. Where are you on the curve?
2. What is going well?
3. What is a major problem or challenge you are currently facing?



# Let's Get Technical

9



# Your Market as a Non-Profit Organization

10

- Articles of Incorporation and Bylaws
- Governing and Operational Policies
  - Laws – taxes, employment, etc.
  - Obligations

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## “Fiduciary Responsibility”

- ✓ Accessibility and Confidentiality
- ✓ Up-to-date
- ✓ Accountability and Controls

# Where is it?

11

The screenshot shows a macOS Finder window titled "WDRC\_UPDATED". The window displays a list of folders and one file. The left sidebar shows the "Favorites" section with items like AirDrop, Recents, iCloud Drive, Downloads, Desktop, and Dropbox. The main pane shows a table with columns for Name, Date Modified, Size, and Kind.

Name	^	Date Modified	Size	Kind
▶ 0. Action Needed	✓	Mar 3, 2018 at 8:07 AM	--	Folder
▶ 1. Board Meetings	✓	Mar 7, 2018 at 12:14 PM	--	Folder
▶ 2. Board Policies & Bylaws	✓	Mar 27, 2018 at 9:32 PM	--	Folder
▶ 3. Board Members	✓	Mar 3, 2018 at 8:08 AM	--	Folder
▶ 4. Budget	✓	Mar 3, 2018 at 7:59 AM	--	Folder
▶ 5. Committees	✓	Mar 3, 2018 at 8:03 AM	--	Folder
▶ 6. Events	✓	Mar 3, 2018 at 7:59 AM	--	Folder
▶ 7. Strategic Plan	✓	Mar 3, 2018 at 8:08 AM	--	Folder
▶ 8. RESERVED	✓	Mar 3, 2018 at 7:58 AM	--	Folder
▶ 9. Miscellaneous by Topic	✓	Mar 3, 2018 at 8:08 AM	--	Folder
▶ 99. File Structure & File Naming	✓	Mar 3, 2018 at 8:14 AM	--	Folder
www.dropbox.com.url	✓	Jul 15, 2015 at 2:09 AM	71 bytes	Web sit...ocation

# Governance and Operations



*“Ownership”*



Board



Market Manager



Staff



*Results (in alignment with purpose)*

*Delegation and  
Empowerment*



*Accountability*



# The Board of Directors

13



# The Board's Job



- Board role: provide “governance” (oversight) of the purpose and performance of the organization.
- As a body, the board is responsible to:
  - Uphold fiduciary role
  - Engage in long-range thinking/planning
  - Ensure board perpetuation and performance
  - Employ the manager
  - Articulate governing policies
  - Ensure owner linkage

see: [www.boardsource.org](http://www.boardsource.org) (one useful resource)

# Fiduciary Duties



- **Duty of Care**
  - Attention to bylaws, legal obligations
  - Confidentiality
  - Appropriate delegation
  - Decision making
- **Duty of Loyalty**
  - Disclosing potential conflict of interest

# Essential Tool #1: Code of Ethics

16



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## SAMPLE BOARD MEMBER CODE OF ETHICS

As a member of this Board I will:

- Represent the interests of all people served by this organization.
- Not use the organization or my service on this Board for my own personal advantage or for the individual advantage of my friends or supporters.
- Keep confidential information confidential.
- Approach all Board issues with an open mind, prepared to make the best decision for the whole organization.
- Do nothing to violate the trust of the members of this organization or the community we serve
- Focus my efforts on the mission of the organization and not on my personal goals.
- Never exercise authority as a Board member except when acting in a meeting with the full board or by the authority delegated to me, by agreement of the Board.
- Disclose any potential conflict of interest in any decision that I will be deliberating, and abstain from voting as appropriate.

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*Signature*



# Essential Tool #2: Job Descriptions

17

- Board
- Committees
- Manager
- Staff



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## Committee Charter

Name of Committee	
Date of last revision	
Purpose (Summary)	
Specific responsibilities	
Any specific decisions delegated to the Committee by the board	
Meeting schedule (regular date, time, place)	

# Where it gets tricky - Committees



*“Ownership”*



Board



*Accountability?*



Market Manager



*Delegation and Empowerment?*



Staff



*Results (in alignment with purpose)*

# Board Orientation – How We Roll



## ○ Monthly Meetings

- Read packet thoroughly, come prepared, on time
- Ask questions before meeting whenever possible of Manager or Committee Chairs

## ○ Board Emails

- Use discerningly
- Never use for addressing conflict - talk in person!

## ○ Board Support

- When in doubt, call the Board President or Manager
- Food. Annual Retreats.

# The Market Manager & the Board President



# How to Foster Collaboration



- Shared vision, values or goals
- Shared access to all relevant information
- Understanding of roles and decision-making
- Curiosity and a willingness to be influenced
- Ability to talk about and clarify boundaries and expectations

# Essential Tool #3: The Board Agenda

22



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## Board of Directors Meeting SAMPLE Agenda

Date, Place, Time

	Time	Topic	Type ( <i>Proposal, Question, Report</i> )	Presenter	Min.	Attached?
1	5:30 – 5:40	Welcome and Introductions · Go round: How are you, and have you read the packet? · Review Ground Rules	Question	All	10	No
2	5:40 – 5:50	Member Comments · 3 min max per attendee	Question	Members	10	No
3	5:50 – 5:55	Review/Approve Meeting Agenda	Proposal	All	5	---
4	5:55 – 6:00	Consent Agenda · Dec. Board Minutes · Committee Minutes · Manager's Report	Proposal	Shannon	5	Yes
5	6:00 – 6:05	Board President's Report	Report	Shannon	5	No
6	6:05 – 6:35	Strategic Conversation <i>Who are our key partners? How are we building those relationships?</i>	Question	Jay	30	No
7	6:35 – 6:50	4 <sup>th</sup> Quarter Financials	Report	Syd	15	Yes
8	6:50 – 7:00	Evaluation and Closing	Question	All	10	No
<b>Question = Gathering Information      Proposal = Decision Making      Report = Giving Information</b>						

### Attachments

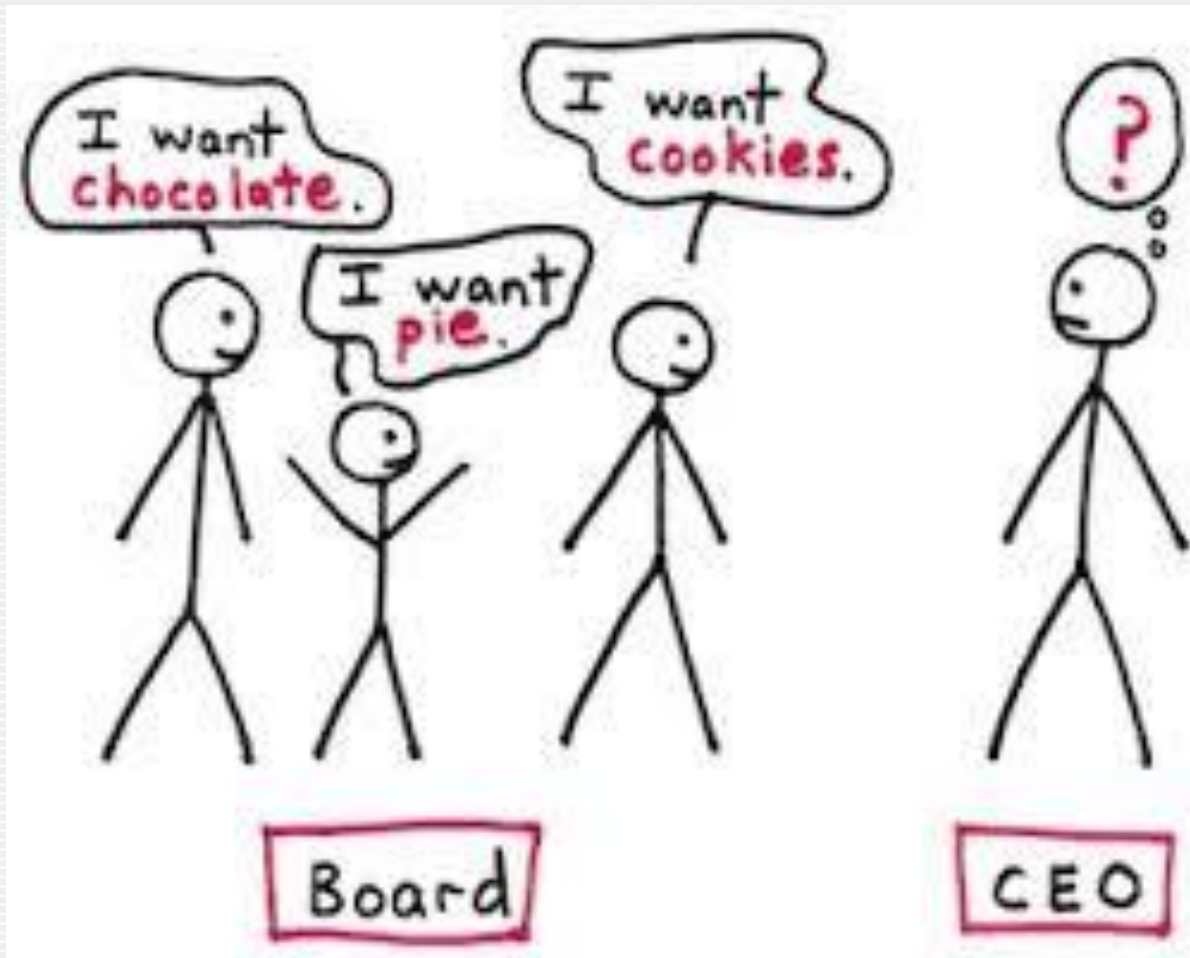
- December Board Minutes
- Committee Minutes
- Management Report
- Quarter 4 Financials

### Ground Rules

- Arrive on time, fully prepared
- Listen with full attention
- Ensure that all voices are equally heard (avoid dominating)
- One person speaks at a time (raise hands, avoid interruptions)
- Speak succinctly
- When you have a concern, offer solutions
- Avoid repeating ideas (yours or others)
- Stay focused on the purpose and goal of each item
- Use the "Point of Process" signal if we forget the Ground Rules.

# “The Board Speaks with One Voice”

23



# Technical vs. Adaptive Challenges

24





# Technical Problems



- Easy to identify
- Often lend themselves to quick and easy solutions
- Can be solved by an authority or expert
- Require change in just one or a few places
- People generally receptive to the solution
- Solutions can be implemented quickly – even by edict

Adapted from Ronald A. Heifetz & Marty Linsky, *Leadership on the Line*, Harvard Business School Press, 2002

# Adaptive Challenges



- Difficult to identify just what the issue is – and easy to deny
- Requires change in values, beliefs, roles, relationships, etc.
- Requires change in numerous places, across boundaries
- People often resist even acknowledging there is a problem
- Solutions require experiments and new discoveries, cannot just, “make it so!”
- The persistence of conflict
- Professional support is often needed, but elusive

Adapted from Ronald A. Heifetz & Marty Linsky, *Leadership on the Line*, Harvard Business School Press, 2002

# Adaptive Leadership



- To survive you must work as closely with your opponents as you do with your supporters.
- Identify and accept responsibility for your contributions to the current situation.
- Acknowledge loss, deepen compassion
- Model the behavior you are asking others to do.
- Keep showing up.
- Get support – expand your “team”

# Consider



*“The single biggest failure of leadership is to treat adaptive challenges as technical problems”*

*~ Ron Heifetz*

# Essential Tools

29

- ✓ Board Agenda
- ✓ Board Calendar
- ✓ Job Descriptions
- ✓ Code of Ethics
- ✓ Clear Reporting
- Recruitment – SUPER IMPORTANT!